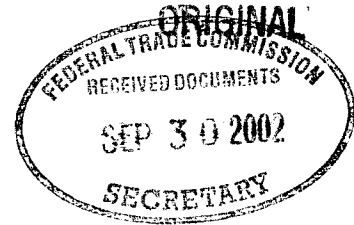




SWALLOW OIL COMPANY

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09/27/02

Office of the Secretary
Federal Trade Commission
Room 159-H
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mr. Secretary:

I'm writing concerning the Conoco-Phillips merger. I am a third generation Phillips marketer, working in our family business that has been around for 50 years. I resent the fact that my business has been put in a state of turmoil because of FTC decisions and the betterment of Corporate America. Free enterprise, as we have known it, is being gobbled up and we are part of it as pawns in a chess game.

These mergers pose a threat to supply not to mention competition. As a result of Corporate Mergers it has boiled down to just a few mega gasoline companies existing in the US. This will eventually result in higher gas prices and no choice of brands. These mega companies have begun to "redline" certain areas where they want to market. Devastating the independent marketer.

I object strongly to being treated as chattel in the FTC order to Phillips to divest their Colorado Retail operations along with their branded marketers agreements. I did not seek the merger or whom the merger was with. I was working on three new projects that are completely on hold, and may miss the opportunity because of the merger. As an independent Phillips marketer I should have more options than what has been laid on the table. I feel the independent marketer has been ignored and stepped on. There should be provisions that incentive monies are forgiven if I want to change brands at my stations within a certain time frame

I feel the shortage of unbranded supply in the Rocky Mountain region must be preserved. Please do not approve any purchase of the Denver or Woods Cross refineries without a requirement that the purchaser not diminish the supply of unbranded product.

Thank-you for your consideration.

Sincerely,

Kirk Swallow
Swallow Oil Co